

Bylaws Of Piedmont Handgunner's Association, Inc. A Non-Profit Corporation Revision #3 September 2015

ARTICLE I

Section 1.

Principal Name: The principal name of the Corporation shall be PIEDMONT HANDGUNNERS ASSOCIATION, INC. and it is sometimes referred to in these By-Laws as the Corporation.

ARTICLE II.

Section 1.

Principal Office: PO Box 913 Thomasville Davidson County North Carolina 27361. All mail and official correspondence for the corporation shall be addressed to this location.

ARTICLE III

Section 1.

Purposes: The purposes for which this Corporation is formed are those set forth in its Articles of Incorporation, as from time to time are amended. More specifically, the purposes are the encouragement of organized rifle and pistol shooting among citizens of the United States who are residents in the Piedmont, North Carolina Community, with a view toward a better knowledge on the part of such citizens of the safe handling and proper care of firearms, as well as improved marksmanship. It is the further object and purpose of the Corporation to forward the development of those characteristics of honesty, fellowship, self-discipline, team play, and self-reliance which are the essentials of good sportsmanship and the foundation of true patriotism.

Section 2.

Corporation Status: The Corporation is not formed for any pecuniary or financial gain and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of its Directors or Officers except to the extent permitted under the Non-Profit Corporation Act of the State of North Carolina.

ARTICLE IV

MEMBERSHIP

Section 1:

Eligibility: Any citizen of the United States, **18** years of age or older, may become a member of this organization on vote of the Executive Committee after subscribing to the following pledge and on payment of the usual initiation fee and dues, which may be increased from time to time as permitted under these by-laws. **All members of the organization shall abide by this pledge and are subject to expulsion if their actions indicate otherwise.**

The **PHA** Pledge: I CERTIFY that I am a citizen of good repute of the United States of America; that I am not a member of any organization or group having as its purpose or one of its purposes the overthrow by force and or violence of the Government of the United States or any of its political subdivisions; that I have never been convicted of a crime of violence and that, if admitted to membership, I will fulfill the obligations of good sportsmanship and good citizenship.

Section 3.

Suspension or Revocation: Any member may be suspended or expelled from the Corporation for any cause deemed sufficient by the Board of Directors present at any regular meeting or special meeting, at which a sufficient quorum exists. A quorum will consist of the members attending a regular scheduled monthly meeting. No vote on suspension or expulsion may be taken unless at least a 15 day notice in writing shall have been given to the member of the charges preferred and of the time and place of the meeting of the Board of Directors at which such charges will be considered.

At such meeting the member under charges will be accorded a full hearing. Charges against any member may be preferred by any member in good standing. They shall be in writing clearly stating the facts relied upon and accompanied by all affidavits or exhibits which are to be used in their support. Such charges shall be filed with the Secretary, who will immediately notify the President. The President will then notify the Board of Directors and a meeting will be called to hear the charges. The Board of Directors will give a least a 15 day notice of the meeting to each member of the Board and to the accuser and to the accused, which notice shall be in writing and will include a true copy of the charges and of the supporting affidavits and exhibits.

Any members suspended or expelled by the Board of Directors may appeal to the full membership of the Corporation. Such appeal shall be made in writing to the Secretary who will notify the President. The President will call a special meeting of the members in full for the purpose of acting on the appeal. The Secretary shall give at least a 15 day notice in writing to all members of the Corporation in good standing stating the date, time, place and reason for such a special meeting. At the meeting of the full club, the Secretary will read the original charges, the supporting affidavits, and will read or display the accompanying exhibits and will read the minutes of the special meeting of the Board of Directors at which the charges were heard and the action taken. A full hearing will be given the accuser and the accused. A vote will be taken by ballot of the members in good standing present and a two-thirds vote shall be required to reverse the action of the Board of Directors.

Any member of the club who has been suspended or expelled by the National Rifle Association of America shall automatically stand suspended or expelled from the Corporation immediately upon the receipt of official notice by the Secretary of this Corporation from the Secretary of the National Rifle Association shall be given a complete report whenever a member of the club is suspended or expelled, showing charges and action taken.

Section 4.

Resignation: Any member may resign by notifying the Board of Directors of the Corporation.

Section 5.

Dues and Membership Certifications: Dues for membership in the Corporation shall be determined by the Board of Directors and submitted to membership for approval, and shall be payable in such manner and under such conditions as shall be determined by the Board of Directors. No member of the Corporation in arrears shall be eligible to vote or to enjoy any other of the privileges or benefits offered by the Corporation.

ARTICLE V

DIRECTORS

Section 1.

General Powers: The business and affairs of the Corporation shall be managed by the Board of Directors or by such Executive Committees as the Board may establish pursuant to the By-Laws.

Section 2.

Number, Term, and Qualifications: The Board shall consist of the immediate past President of the Corporation, who shall be Chairman of the Board of Directors, President of the Corporation, the Vice President of the Corporation, the Secretary of the Corporation, the Treasurer of the Corporation, the Executive Range Officer, and five Directors selected at large in a manner prescribed below. Directors shall be elected for a period of one year and hold office until conclusion of the Annual Meeting in the year their term expires.

Section 3.

Election of Directors: Except as provided in Section 2 above of this Article, the Directors shall be elected at the annual meeting of the membership held in August, and the two persons who receive the highest number of votes for the two positions of Directors at large shall be deemed to have been elected. If any member so demands, election of Directors shall be by ballot.

Section 4.

Cumulative Voting: There will be only one vote cast for the following positions: President of the Corporation, Vice-President of the Corporation, Secretary of the Corporation, Treasurer of the

Corporation, and Executive Range Officer. Except for the Directors at Large, where there will be five votes cast as noted on ballot.

Section 5.

Removal: Directors may be removed from office with or without cause by vote of a majority of the members of the Corporation. If any Directors are so removed, new Directors may be elected at the same meeting.

Section 6.

Vacancies: A vacancy occurring in the Board of Directors may be filled by appointment by the remaining Directors.

Section 7.

Chairman: The chairman of the Board of Directors shall be the immediate past president of the Corporation. The chairperson shall preside at the meetings of the Board of Directors and perform such other duties as may be directed by the Board.

Section 8.

Compensation: The Board of Directors shall not be compensated for their services as such.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1.

Regular Meetings: A regular meeting of the Board of Directors shall be held as needed at a place disclosed by the Secretary of the Corporation.

Section 2.

Special Meetings: Special Meetings of the Board of Directors may be called by or at the request of the Chairman of the Board of Directors, the President, or any two Directors.

Section 3.

Notice of Meetings: Regular meetings of the Board of Directors may be held without notice (ie.: before, during, or after a regular meeting of the general membership.) The person or persons calling a special meeting of the Board of Directors shall, at least two days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is being called.

Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 4.

Quorum: A majority of the Directors fixed by these by-laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5.

Manner of Acting: Except as otherwise provided in this section, the act of the majority of the Directors present at the meeting at which a quorum is present shall be the Board of Directors. The vote of a majority of the number of Directors fixed by these bylaws shall be required to adopt a resolution constituting an executive committee. The vote of a majority of the Directors then holding office shall be required to adopt, amend, or repeal a By-Law, or to adopt a resolution dissolving the Corporation without action by the membership. Vacancies in the Board of Directors may be filled as provided in Article V, Section 6, of these By-Laws.

ARTICLE VII

OFFICERS

Section 1.

Number: The officers of this club shall consist of the following: President, Vice-President, Secretary, Treasurer, and Range Officer. They will be elected by a majority vote by ballot of the members in good standing present at the annual meeting of the club.

Each officer shall hold office for one year or until his death, resignation, retirement, removal or disqualification, which ever first occurs, or until his successor is elected and qualifies.

Section 2.

Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board with or without cause; and such removal shall be without prejudice to the contract right, if any, or the person so removed.

Section 3.

Compensation: No officer of the Corporation shall receive any compensation or financial remuneration for his service to the Corporation; but, shall be reimbursed for any expenses so noted by receipts.

ARTICLE VIII

MEMBERSHIP IN NATIONAL RIFLE ASSOCIATION

Section 1.

The officers of the Corporation shall maintain individual membership in the National Rifle Association for their tenure of office.

ARTICLE IX

DUTIES OF OFFICERS

Section 1.

President. The President shall preside at all meetings of the Club and of the General Membership. He shall be a member ex-officio of all regular and special committees, and shall perform all such other duties as usually pertain to his office.

Section 2.

Vice-President: The Vice-President shall perform all duties of the President in his absence or at his request.

Section 3.

Secretary: The Secretary shall conduct all official correspondence pertaining to the proper preparation and forwarding of all reports required of the Corporation by the National Rifle Association and by the Director of Civilian Marksmanship. He/She shall notify the members of the Board of Directors and Executive Committee of all meetings and shall notify all members of special and annual meetings. He/She shall keep a true record of all meetings of the Executive Committee and of the Corporation and have the custody of the books and papers of the Corporation, except the Treasure's books of accounts.

Section 4.

Treasurer: The treasurer shall have charge of all funds of the Corporation and place the same in such bank or banks as may be approved by the Board of Directors. Such money shall only be withdrawn by check signed by the Treasurer **and the Chairman of the board, President, or Vice President** and for payment of such bills as shall have been approved by the Board of Directors. The Treasurer shall keep an accurate account of all his transactions and render a detailed report with vouchers at any meeting of the Board of Directors when requested and an annual report to the Corporation at its annual meeting. *A yearly audit shall be conducted as required by law including any forms needed for yearly tax information.*

Section 5.

Executive Membership Secretary: All applications for membership in the club shall be directed to the **Executive** membership secretary. He/she shall be responsible for the collection of all fees and dues and shall remit the same to the Treasurer, taking his proper receipt therefore. He/she shall be responsible for affiliating the Corporation annually with the National Rifle Association and the NCRPA. **The Executive**

Membership Secretary will be compensated at a rate determined by the membership and therefore is not eligible as a member of the Board of Directors.

Section 6.

Executive Range Officer: Shall have charge of the range of the Corporation, the printing of scoreboards, the arranging of competition, etc. He shall contract no bills without the authorization of the Board of Directors.

ARTICLE X

MEETINGS OF THE MEMBERSHIP

Section 1.

Place of Meetings: All meetings of membership shall be held at the principal office of the Corporation, or at such other place within the State of North Carolina, as shall be designated in the notice of the meeting or agreed upon by a majority of the members entitled to vote thereat.

Section 2.

Annual Meetings: The annual meeting of membership shall be held at 7:00 pm on the second Thursday of each August, for the purpose of electing Directors of the Corporation and for the transaction of such other business as may be properly brought before the meeting. **Elected Officers and Directors will be installed at the September meeting on the second Thursday of September.**

Section 3.

Substitute Annual Meetings: If the annual meeting shall not be held on the day designated by these by-laws, a substitute annual meeting may be called in accordance with the provisions of Section 4 of this Article. A meeting so called shall be designed and treated for all purpose as the annual meeting.

Section 4.

Special Meetings: Special meetings of the membership may be called at any time by the President, Secretary, or Board of Directors of the Corporation, or by any member pursuant to the written request of not less than 6% of the members entitled to vote.

Section 5.

Notice of Meetings: Written or printed notice stating the time and place of the meeting shall be delivered not less than 15 days nor more than 50 days thereof, either personally or by mail, or at the direction of the President, Secretary, or other person calling the meeting, to each member of record entitled to vote at such meeting. In the case of an annual or substitute annual meeting, the notice of meeting need not specifically state the business to be transacted thereat, unless it is a matter other than an election of Directors, on which the vote of members is expressly required by the provisions of the

North Carolina Non-Profit Corporation Act. In the case of a special meeting, the notice of meeting shall specifically state the purpose or purposes for which the meeting is called.

Section 6.

Quorum : Members present at a regular scheduled meeting shall constitute a quorum.

Section 7.

Election/Voting Members of Members: Each year in April, a nominating committee of (3) members will be appointed to select a slate of officers for the upcoming year. Their names will be furnished by the committee, to the club at the May's meeting and anyone with additional nominations may present them to the club at this time, from the floor. After approval of names, a ballot will then be mailed to each club member with a space included for any write ins. (However, all such nominees must meet the requirements as set forth in these bylaws.) Ballots will be returned by September 1 so names may be announced at the September meeting.

ARTICLE XI

MATCH RULES

Section 1.

Match Rules: Piedmont Handgunner's Association holds National Rifle Association and/or Piedmont Handgunner's Association approved matches. All matches, or anything in which a member would receive any form of payment from, must be brought before the Board of Directors and be voted on by the General Corporation, prior to being held.

ARTICLE XII

CONTRACTS, LOANS, DRAFTS AND DEPOSITS

Section 1.

Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances. The Board of Directors, or no agent for the club, may authorize any expenditures for a payment that would exceed the amount of **\$2000.00**.

Section 2.

Loans: No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by the general membership at a regular called meeting. Such authority may be general or confined to specific instances.

Section 3.

Checks and Drafts: All checks, drafts, or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent, or agents of the Corporation and in such matter manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4.

Deposits: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors shall direct.

ARTICLE XIII

PROPERTY AND ENDOWMENTS

Section 1.

Property and Endowments: All real and personal property and all endowment funds of the Corporation shall be vested in the Board of Directors of the Corporation. However, no Director, Officer, or member of the Corporation shall have any personal rights in any property, (either real or personal, etc: books, records) or funds of the Corporation at any time, nor shall they receive any pecuniary or financial gain there from.

ARTICLE XIV

GENRAL PROVISIONS

Section 1.

Seal: The corporate seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation and in the center of which is inscribed SEAL; and such seal, as impressed on the margin hereof, is hereby adopted as the corporate deal of the

Corporation.

Section 2.

Waiver of Notice: Whenever any notice is required to be given to any Director under the provisions of the North Carolina Non-Profit Corporation Act or under the provisions of the charter of By-Laws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 3.

Fiscal Year: Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall be from September 1 until August,31.

Section 4.

Amendments: Any amendments must be approved by the Board of Directors and voted on by the General Corporation at a general meeting.

The undersigned hereby certifies that these By-Laws have been adopted by the Board of Directors of the Corporation, this the

_____ day of _____, 2015.

Attest:

President of Corporation _____

Secretary _____

President of Board of Directors _____

(Corporate Seal)